U.S. Department of Justice Washington, DC 20530

Exhibit B

To Registration Statement

OMB. No. 1105-0007

Approval Expires Nov. 30, 1986

Under the Foreign Agents Registration Act of 1938, as amended

INSTRUCTIONS: A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements; or, where no contract exists, a full statement of all the circumstances, by reason of which the registrant is acting as an agent of a foreign principal. This form shall be filed in duplicate for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

Name of Registrant

Carvey, Schubert & Barer, A Partnership
of Professional Corporations

Name of Foreign Principal

Canadian Embassy

Check Appropriate Boxes:

- 1. [X The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach two copies of the contract to this exhibit.
- 2. [] There is no formal written contract between the registrant and foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach two copies of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
- 3. 14 The agreement or understanding between the registrant and foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and the expenses, if any, to be received.

4. Describe fully the nature and method of performance of the above indicated agreement or understanding.

Monitor activities of U.S. Congress and related regulatory developments through various information gathering methods, including telephone calls and meetings with appropriate staff and other officials, review of legislation and other publicly available printed matter, and attendance at hearings and meetings.

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5. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

Canadian Embassy: Monitor and analyze (i) legislative actions relating to the Clean Air Act and other related statutes involving international environmental impacts, (ii) Environmental Protection Agency regulatory actions, especially as they affect the problems of acid rain, and (iii) legislative and administrative actions relating to the extraterritorial impacts of the Endangered Species Act and the Magnuson Fisheries Conservation and Management Act.

6. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act? Yes [| No [| Uncertain.

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

We believe that all activities fall outside the "political activities" definition, however, in an exercise of caution, we do report telephone conversations and meetings with staff and other officials under item 12 of the Supplemental Report whenever there is any possibility they could be construed as political activities. These activities are described in paragraph 4 above. The interests involved relate to legislative and regulatory developments affecting Canada as more fully described in the attached contract.

Date of Exhibit B

9-5-91

Name and Title

John K. Hoerster, President, Garvey, Schubert & Barer, Washington Signature

JoC. K. Klack

Political activity as defined in Section I(o) of the Act means the dissemination of political propaganda and any other activity which the person engaging therein believes will, or which he intends to, prevail upon, indoctrinate, convert, induce, persuade, or in any other way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign political party.

Biller of Tille Copy
Ambassade du Canada

Canadian Embassy

501 Pennsylvania Avenue, N.W. Washington, D.C. 20001

June 14, 1991

Mr. Richard A. Wegman Garvey, Schubert & Barer Fifth Floor 1000 Potomac Street, N.W. Washington, D.C. 20007 PERSONAL SHARED

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Dear Mr. Wegman:

I am writing to confirm your appointment as an Agent of the Attorney General of Canada to provide legal advice to the Canadian Embassy in Washington, D.C., on political, legislative and regulatory developments in the United States relating to environmental issues and to the proposed listing of U.S. Pacific Northwest salmon under the Endangered Species Act, in accordance with instructions from the Embassy. This letter and the enclosed Department of Justice Memoranda of Instructions to Agents of the Attorney General of Canada constitute the terms and conditions of this appointment.

The period of the appointment is from the date of this letter to March 31, 1992.

Instructions for work on environmental issues will be communicated, either orally or in writing, by Mr. Ross Glasgow, First Secretary (Environment) at the Canadian Embassy in Washington, or his designated replacement, directly to you or your designated replacement. You may assign work to other members of the firm as agreed with Mr. Glasgow. Mr. Glasgow will notify you personally of the name of his designated replacement when the situation arises. Please notify him of the name of your designated replacement should you be unavailable to receive instructions.

Instructions for work on the Endangered Species Act will be communicated, either orally or in writing, by Mr. Jonathan T. Fried, Counsellor (Congressional Relations) at the Canadian Embassy in Washington, or his designated

replacement. You may assign work to other members of the firm as agreed with Mr. Fried. Mr. Fried will notify you personally of the name of his designated replacement when the situation arises. Please notify him of the name of your designated replacement should you be unavailable to receive instructions.

Your fees for this appointment will be at the hourly rates indicated on the attached schedule.

Services may be provided by attorneys other than those listed provided that they are members or employees of the firm and that their rates are comparable to rates fixed for attorneys of comparable experience.

The total maximum charge under this appointment should not exceed US \$40,000.

Payment will be made upon submission of an itemized and certified account to:

Ms. Leslie S. Holland, General Counsel
International Trade Legal Services (JUT)
External Affairs and International Trade Canada
3rd. Floor, Tower "C"
125 Sussex Drive
Ottawa, Ontario K1A 0G2
Canada

Your account should be certified as follows:

"I hereby certify that the services indicated above were rendered by attorneys or paralegal assistants of this firm and that this account truly shows the nature of the services rendered, the time occupied, the fees claimed, the disbursements made and all monies received by our law firm in this matter."

Agent of the Attorney General of Canada

Please ensure that work on the Endangered Species Act is billed separately from that on general environmental issues.

All work is entrusted to an agent on the basis that his account as agent is subject to taxation by the Department of Justice and such taxation will determine the remuneration to which you are entitled. The Department's taxation of your account is final.

As with your previous contracts with the Canadian Embassy, I emphasize the sensitivity of this work. It is understood that all information, files and documents provided to you in connection with this appointment must not be divulged during or after the completion of this appointment.

I also understand that you are aware of the Canadian government's conflict of interest guidelines and that you will fully adhere to them in respect of this work.

I would also ask you to send copies of opinions done for the Embassy to:

Mr. Ian McLean, Director
United States General Relations and
Programs Division
External Affairs and International Trade Canada
6th. Floor, Tower "A"
125 Sussex Drive
Ottawa, Ontario K1A 0G2
Canada

This appointment will be governed by and construed in accordance with the laws in effect in the Province of Ontario, Canada, provided, that: in carrying out this appointment, the firm and its members and employees will comply with all applicable provisions of United States law, including, without limiting the generality of the foregoing, the United States Ethics in Government Act of 1978, the Foreign Agents Registration Act of 1938 and the Federal Regulation of Lobbying Act; and the firm will provide the Embassy with a copy of each statement or report that the firm, or any member or employee of the firm, files with (a) the Clerk of the House of Representatives of the United States under the United States Federal Regulation of Lobbying Act, or (b) the Attorney General of the United States, under the United States Foreign Agents Registration Act of 1938.

If these arrangements are satisfactory to you, please sign this letter in the space provided and return the original to me. A copy is enclosed for your records.

Yours sincerely,

D.H. Burney Ambassador

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"I accept and agree to the terms and conditions of this appointment."

Richard A. Wegman

Agent of the Attorney General of Canada

Encl.

SCHEDULE OF RATES FOR GARVEY, SCHUBERT & BARER

Partners in the Firm:

U.S. \$190 per hour

- Richard Wegman - Paul Hoff

Associates in the Firm:

U.S. \$125 per hour

- Peter Deliso - Harold Bailey

Paralegal Assistants in the Firm:

U.S. \$85 per hour

Rebecca KramnickChelsea Remington